

BINGHAM

Please Date Stamp &amp; Return

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US BANK/FCC MAY 18 2009

May 15, 2009

Via Overnight Delivery

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of Primus Telecommunications Group, Incorporated, Debtor-In-Possession ("Transferor") and Primus Telecommunications Group, Incorporated ("Transferee") For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for Transfer Control of Authorized Domestic Carriers

Dear Ms. Dortch:

On behalf of Primus Telecommunications Group, Incorporated, Debtor-In-Possession ("Transferor") and Primus Telecommunications Group, Incorporated ("Transferee"), enclosed please find an original and six (6) copies of an application for approval of the transfer control of Primus Telecommunications, Inc., Least Cost Routing, Inc., The St. Thomas and San Juan Telephone Company, Inc., and STSJ Overseas Telephone Company, Inc. (collectively "Licensees"). Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang  
Danielle C. Burt  
Katie B. Besha

Counsel for Applicants

A/73039073.1

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**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
	)	
<b>Primus Telecommunications Group, Incorporated, Debtor-in-Possession</b>	)	
	)	
and	)	File No. ITC-T/C-2009 _____
	)	WC Docket No. 09- _____
	)	
<b>Primus Telecommunications, Inc., Least Cost Routing, Inc., The St. Thomas and San Juan Telephone Company, Inc., and STSJ Overseas Telephone Company, Inc.</b>	)	
(Licensees)	)	
	)	
	)	
Application For Authority Pursuant to Section	)	
214 of the Communications Act of 1934,	)	
as Amended, for the Transfer of Indirect Control of	)	
Authorized U.S. International and Domestic	)	
Communications Common Carriers	)	
	)	

**APPLICATION**

Primus Telecommunications, Inc. ("PTI"), Least Cost Routing, Inc. ("LCR"), The St. Thomas and San Juan Telephone Company, Inc. ("STSJ Telephone"), and STSJ Overseas Telephone Company, Inc. ("STSJ Overseas") (collectively, "Licensees") along with its ultimate parent company, Primus Telecommunications Group, Incorporated, Debtor-in-Possession ("PTGI"; and collectively with Licensees referred to as "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24(e), hereby respectfully request that the Commission, to the extent that it deems that an indirect transfer of

control of Licensees will occur and such authority is necessary, grant requisite authority in connection with a planned consensual financial restructuring ("Restructuring") of PTGI under Chapter 11 of the Bankruptcy Code. Pursuant to the Restructuring, it is contemplated that approximately \$315 million, or over 50%, of the outstanding principal debt obligations of PTGI and affiliated non-operating holding companies, including Primus Telecommunications Holding, Inc. ("PTHI"), will be reduced.<sup>1</sup> In addition, interest payments will be reduced by over 50% and certain debt maturities will be extended. The combination of these outcomes will dramatically improve the liquidity of the affected entities.

Currently, equity ownership of PTGI is widely dispersed so that no entity wields legal (*de jure*) or actual (*de facto*) control of PTGI. At the completion of the Restructuring, Applicants do not expect that any single entity or group of entities will obtain or hold a majority interest or the ability to exercise actual working control in PTGI (or, indirectly, in the Licensees).<sup>2</sup> This purely financial Restructuring, in which the existing equity in PTGI will be extinguished and certain note holders will exchange their debt for equity in the restructured PTGI, will enable the Licensees' current operations to continue without interruption or any changes to the rates, terms and conditions of the services that their customers currently receive. The Restructuring only involves non-operating holding companies and will therefore be entirely transparent with respect to services provided to the Licensees' customers.

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<sup>1</sup> On April 14, 2009, Applicants notified the Commission that PTGI, the ultimate parent of Licensees, and PTHI, the direct parent of PTI and the indirect parent of LCR, STSJ Telephone and STSJ Overseas, each filed a petition with the United States Bankruptcy Court for the District of Delaware to reorganize under Chapter 11. The Chapter 11 cases are being jointly administered under the caption *In Re: Primus Telecommunications Group, Incorporated, et al., Debtors* Case No. 09-10867 (KG).

<sup>2</sup> The precise distribution of equity ownership of PTGI will not be known until PTGI emerges from bankruptcy. Upon emergence, the new equity will be predominantly owned by note holders who will exchange their debt for stock.

## **I. Request for Expedited Consideration**

The United States Bankruptcy Court for the District of Delaware ("Bankruptcy Court") has scheduled a confirmation hearing on the proposed Plan of Reorganization ("Plan") of PTGI and the affiliated holding company Debtors (not including the Licensees) on June 12, 2009. Applicants expect that the Plan will be confirmed and that PTGI and the other Debtors will emerge from Chapter 11 by July 1, 2009. Accordingly, it is important that, if required, the Applicants obtain the necessary regulatory approval for the Restructuring prior to, but no later than, July 1, 2009. Following emergence by PTGI and PTHI from bankruptcy, the Applicants will file a consummation notice with the Commission.

## **II. Application is Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to the domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Restructuring: (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to the Restructuring; and (3) none of the Applicants or their Affiliates are dominant with respect to any U.S. domestic telecommunications service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the

Applicants is affiliated with any foreign telecommunications carriers, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

In support of this Application, Applicants state as follows:

### **III. DESCRIPTION OF LICENSEES**

#### **A. Primus Telecommunications, Inc. ("PTI")**

PTI is a corporation organized pursuant to the laws of the State of Delaware and maintains its principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. PTI is authorized to provide interexchange telecommunications services in 49 states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. In addition, PTI holds competitive local exchange carrier authority in 8 states and the Commonwealth of Puerto Rico. PTI is also authorized by the Commission to provide interstate and international services as a non-dominant carrier.

#### **B. Least Cost Routing, Inc. ("LCR")**

LCR is a Florida corporation that maintains its principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. LCR is authorized to provide interchange services in numerous states throughout the continental United States and is authorized by the Commission to provide interstate and international services as a nondominant carrier. LCR is a wholly owned subsidiary of TresCom International, Inc., a Florida corporation with the sole purpose of serving as a telecommunications holding company ("TresCom").

#### **C. The St. Thomas and San Juan Telephone Company, Inc. ("STSJ Telephone")**

STSJ Telephone is organized under the laws of the U.S. Virgin Islands and maintains its principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. STSJ Telephone

is authorized to provide interexchange services in the U.S. Virgin Islands and is authorized by the Commission to provide interstate and international services as a nondominant carrier.

**D. STSJ Overseas Telephone Company, Inc. ("STSJ Overseas")**

STSJ Overseas is organized under the laws of Puerto Rico and maintains its principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. STSJ Overseas is authorized to provide interexchange services in Puerto Rico and is authorized by the Commission to provide interstate and international services as a nondominant carrier.

**IV. DESCRIPTION OF THE TRANSACTION**

On March 16, 2009, PTGI and certain of its non-operating holding company affiliates (not including Licensees) filed petitions with the Bankruptcy Court to reorganize under Chapter 11 (hereinafter, PTGI and the other Debtors will be referred to as the "Debtors").<sup>3</sup> The Debtors, along with certain secured creditors and note holders, have agreed on a proposed Plan, which, among other things, will materially improve the capital structure and liquidity of the company in order to ensure that its operating subsidiaries, including the Licensees, will have access to sufficient financial resources needed to meet their working capital, debt service and capital expenditure needs. The financial Restructuring and consummation of the Plan will allow the Debtors to emerge from bankruptcy and eliminate approximately \$315 million of debt. Among other things, the Plan provides that (1) the common stock now held by the equity holders of PTGI will be extinguished as of the effective date of the Plan and (2) certain note holders will receive substantially all the new common stock of the reorganized PTGI in exchange for releasing their claims. Currently, the equity ownership of PTGI (and, indirectly, of Licensees) is widely held such that no entity

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<sup>3</sup> See Primus Telecommunications Group Incorporated, *et. al.*, Debtors, Case Nos. 09-10867 (KG) through 09-10970 (KG), U.S. Bankruptcy Court (DE filed Mar. 16, 2009).

wields legal, majority control or exercises actual working control over PTGI's voting stock.

Following consummation of the Plan, it is expected that reorganized PTGI's equity will also be held by diverse and unaffiliated entities, such that after the Plan is consummated, no entity is expected to hold legal majority control or actual working control of PTGI's voting stock.

Accordingly, Applicants respectfully request authority, to the extent required, to transfer indirect control of the Licensees in connection with a planned consensual Restructuring that will change the capital structure of PTGI.

Given that the proposed transaction only involves non-operating holding company entities, Licensees expect that the proposed transaction will be entirely transparent to customers of Licensees. The proposed transaction will not result in any transfer of Licensees' operating authority, change Licensees' managerial and technical capabilities to provide service, or change the day-to-day operations of Licensees. Furthermore, Licensees do not anticipate that the proposed transaction will have any effect on their rates, terms or conditions of service. As a result, the proposed transaction will not directly affect any end user customers of Licensees or the services they currently receive.

## **V. PUBLIC INTEREST CONSIDERATIONS**

Applicants submit that the financial Restructuring serves the public interest. In particular: (1) the Restructuring will enhance the financial strength of PTGI and therefore of Licensees and (2) the Restructuring will benefit competition in the federal telecommunications market by ensuring that the Licensees remain viable competitors.

The Restructuring is primarily related to the capital structure and ultimate ownership of PTGI and will not affect Licensees' operations. The company that emerges from bankruptcy will be much stronger financially with significantly reduced debt. In addition, PTGI's improved

financial position is expected to benefit the operations of Licensees. The continued vitality of PTGI and its operating companies after the completion of the bankruptcy will assure that the Licensees will be positioned to continue to offer competitive services to the ultimate benefit of consumers.

Moreover, the Restructuring will not adversely impact Licensees' customers because the Restructuring is not expected to adversely affect Licensees' managerial or technical capabilities or qualifications to provide service. Licensees' rates, terms and conditions of services will be unaffected by the Restructuring. Therefore, the Restructuring is expected to be transparent to the Licensees' customers.

**VI. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Primus Telecommunications, Inc. **FRN: 0004317798**  
7901 Jones Branch Drive, Suite 900  
McLean, Virginia 22102  
Tel: (703) 902-2800

Least Cost Routing, Inc. **FRN: 0004950994**  
7901 Jones Branch Drive, Suite 900  
McLean, Virginia 22102  
Tel: (703) 902-2800

The St. Thomas and San Juan Telephone Company, Inc. **FRN: 0007719180**  
7901 Jones Branch Drive, Suite 900  
McLean, Virginia 22102  
Tel: (703) 902-2800

STSJ Overseas Telephone Company, Inc. **FRN: 0007719081**  
7901 Jones Branch Drive, Suite 900  
McLean, Virginia 22102



Tel: (703) 902-2800

Primus Telecommunications Group, Incorporated  
7901 Jones Branch Drive, Suite 900  
McLean, Virginia 22102  
Tel: (703) 902-2800

**FRN: 0009832866**

**(b) Jurisdiction of Applicants:**

Primus Telecommunications, Inc. is organized under the laws of Delaware.

Least Cost Routing, Inc. is organized under the laws of Florida.

The St. Thomas and San Juan Telephone Company, Inc. is organized under the laws of the U.S. Virgin Islands.

STSJ Overseas Telephone Company, Inc. is organized under the laws of Puerto Rico.

Primus Telecommunications Group, Incorporated is organized under the laws of Delaware.

**(c) Correspondence concerning this Application should be sent to:**

Catherine Wang  
Danielle Burt  
Katie B. Besha  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, D.C. 20006  
(202) 373-6000 (Tel)  
(202) 373-6001 (Fax)  
catherine.wang@bingham.com  
danielle.burt@bingham.com  
katie.besha@bingham.com

with copies to:

Legal Department  
c/o John DePodesta  
Primus Telecommunications, Inc.  
7901 Jones Branch Drive, Suite 900  
McLean, Virginia 22102  
Tel: (703) 902-2800

(d) **Section 214 Authorizations Held**

The Licensees are authorized to provide interstate service by virtue of blanket domestic Section 214 authority.

PTI has international authorization pursuant to File Nos. ITC-214-19960705-00299,<sup>4</sup> ITC-214-19951015-00041<sup>5</sup>, and ITC-214-19960215-00015,<sup>6</sup> as well as the authorizations consolidated under File Nos. ITC-97-638-TC and ITC-98-202-TC.

LCR has international authorization pursuant to File No. ITC-214-19941003-00391.<sup>7</sup>

STSJ Telephone has international authorization pursuant to File No. ITC-214-19941018-00324.

STSJ Overseas provides international services pursuant to 47 C.F.R. § 63.21(h).

Neither PTGI nor PTHI hold any authorization.

(b) Pre-restructuring Ownership:

The following entity currently holds ten percent (10%) or more interest **STSJ Overseas Telephone Company, Inc.:**

Name:	The St. Thomas and San Juan Telephone Company, Inc.
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	U.S. Virgin Islands, U.S.
Interest Held:	100%
Principal Business:	Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Least Cost Routing, Inc.** and **The St. Thomas and San Juan Telephone Company, Inc.:**

Name:	Trescom International, Inc.
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	Florida, U.S.

<sup>4</sup> The old file number was ITC-96-374.

<sup>5</sup> The old file number was ITC-95-631.

<sup>6</sup> The old file number was ITC-96-075.

<sup>7</sup> The old file number was ITC-95-002.

Interest Held: 100%  
Principal Business: Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications, Inc. and Trescom International, Inc.:**

Name: Primus Telecommunications Holding, Inc., Debtor-in-Possession  
Address: 7901 Jones Branch Drive, Suite 900  
McLean, VA 22102  
Citizenship: Delaware, U.S.  
Interest Held: 100%  
Principal Business: Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications Holding, Inc., Debtor-in-Possession:**

Name: Primus Telecommunications Group, Incorporated, Debtor-in-Possession  
Address: 7901 Jones Branch Drive, Suite 900  
McLean, VA 22102  
Citizenship: Delaware, U.S.  
Interest Held: 100%  
Principal Business: Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications Group, Incorporated, Debtor-in-Possession:**

Name: American International Group, Inc.  
Address: 70 Pine Street  
New York, NY 10270  
Citizenship: U.S.  
Interest Held: 13.12%  
Principal Business: Investment

No other person or entity, directly or indirectly, currently owns or controls ten percent (10%) or more of the Primus Telecommunications Group, Incorporated, Debtor-in-Possession.

Post-restructuring Ownership:

The following entity will hold ten percent (10%) or more interest in **STSJ Overseas Telephone Company, Inc.:**

Name: The St. Thomas and San Juan Telephone Company, Inc.  
Address: 7901 Jones Branch Drive, Suite 900  
McLean, VA 22102  
Citizenship: U.S. Virgin Islands, U.S.  
Interest Held: 100%  
Principal Business: Telecommunications

The following entity will hold ten percent (10%) or more interest in **Least Cost Routing, Inc.** and **The St. Thomas and San Juan Telephone Company, Inc.:**

Name: Trescom International, Inc.  
Address: 7901 Jones Branch Drive, Suite 900  
McLean, VA 22102  
Citizenship: Florida, U.S.  
Interest Held: 100%  
Principal Business: Telecommunications

The following entity will hold ten percent (10%) or more interest in **Primus Telecommunications, Inc.** and **Trescom International, Inc.:**

Name: Primus Telecommunications Holding, Inc.  
Address: 7901 Jones Branch Drive, Suite 900  
McLean, VA 22102  
Citizenship: Delaware, U.S.  
Interest Held: 100%  
Principal Business: Telecommunications

The following entity will hold ten percent (10%) or more interest in **Primus Telecommunications Holding, Inc.:**

Name: Primus Telecommunications Group, Inc.  
Address: 7901 Jones Branch Drive, Suite 900  
McLean, VA 22102  
Citizenship: Delaware, U.S.  
Interest Held: 100%  
Principal Business: Telecommunications

Following the Restructuring, the only entity that is expected to hold more than ten percent (10%) of **Primus Telecommunications Group, Incorporated** is Southpaw Credit Opportunity Master Fund LP. All of such ten percent (10%) or greater interests in **Primus Telecommunications Group, Incorporated** are ultimately controlled by U.S. citizens. The interests held by Southpaw Credit Opportunity Master Fund LP are described below:

- a) The following entity will hold ten percent (10%) or more interest in **Primus Telecommunications Group, Incorporated:**

Name: Southpaw Credit Opportunity Master Fund LP  
c/o Southpaw Asset Management LP  
Address: 4 Greenwich Office Park  
Greenwich, CT 06831  
Citizenship: Cayman Islands  
Interest Held: 11.4%  
Principal Business: Investments

- b) The following entity holds ten percent (10%) or more interest in **Southpaw Credit Opportunity Master Fund LP:**

Name: Southpaw GP LLC  
Address: 4 Greenwich Office Park  
Greenwich, CT 06831  
Citizenship: Delaware  
Interest Held: General Partner  
Principal Business: Investments

- c) The following individuals own or control ten percent (10%) or more of the interest of **Southpaw GP LLC:**

Name: Howard Golden  
c/o Southpaw Asset Management LP  
Address: 4 Greenwich Office Park  
Greenwich, CT 06831  
Citizenship: U.S.  
Interest Held: 50%  
Principal Business: Individual

Name: Kevin Wyman  
c/o Southpaw Asset Management LP  
Address: 4 Greenwich Office Park  
Greenwich, CT 06831  
Citizenship: U.S.  
Interest Held: 50%  
Principal Business: Individual

Following the Restructuring, other than those entities described above, no other entity or individual will hold a ten percent (10%) or greater direct or indirect interest in PTGI or any of the Licensees. Furthermore, as noted above, ultimate control of all of the 10% or greater shareholders of PTGI will remain with U.S.

citizens. Applicants will not have any interlocking directorates with a foreign carrier.

- (i) Applicants certify that they are not foreign carriers, nor are they affiliated with a foreign carrier, nor will Applicants be affiliated with a foreign carrier as a result of the Restructuring.
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
  - (1) An Applicant is a foreign carrier in that country; or
  - (2) An Applicant controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of an Applicant, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of the Applicants and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

## **VII. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic

Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Restructuring is set forth in **Section III.** above.

(a)(7) P TI provides local and/or long distances in forty-nine states and the District of Columbia. PTI does not provide telecommunications services in Alaska.

LCR provides local and/or long distances in Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Minnesota, Mississippi, Missouri, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Tennessee, Texas, Washington and Wisconsin.

STSJ Telephone is authorized to provide long distance service in the U.S. Virginia Islands.

STSJ Overseas is authorized to provide long distance service in Puerto Rico.

Neither PTGI nor PTHI is authorized and neither provide local and/or long distance service.

The proposed Restructuring will not cause the Applicants to become affiliated with any other provider of telecommunications services. Because the proposed Restructuring will not involve any other carrier, the Restructuring will have no adverse impact on the level of competition in the markets in which the Applicants operate.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because: (1) the proposed Restructuring would result in Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") collectively holding less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive local exchange service and exchange access services only in areas served by dominant local exchange carriers (none of which are parties to the proposed Restructuring) and; (3) none of the Applicants or their Affiliates are dominant with respect to any service.

(a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this Restructuring.

(a)(10) Prompt completion of the proposed Restructuring is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Restructuring as soon as possible.

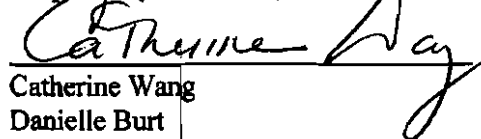
(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section V. above.

## VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application in connection with the above-described transaction. In addition, Applicants respectfully request that the Commission approve this Applicants expeditiously in order to allow Applicants to consummate the Restructuring transaction by July 1, 2009.

Respectfully submitted,



Catherine Wang

Danielle Burt

Katie B. Besha

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Counsel for Applicants

Dated: May 15, 2009



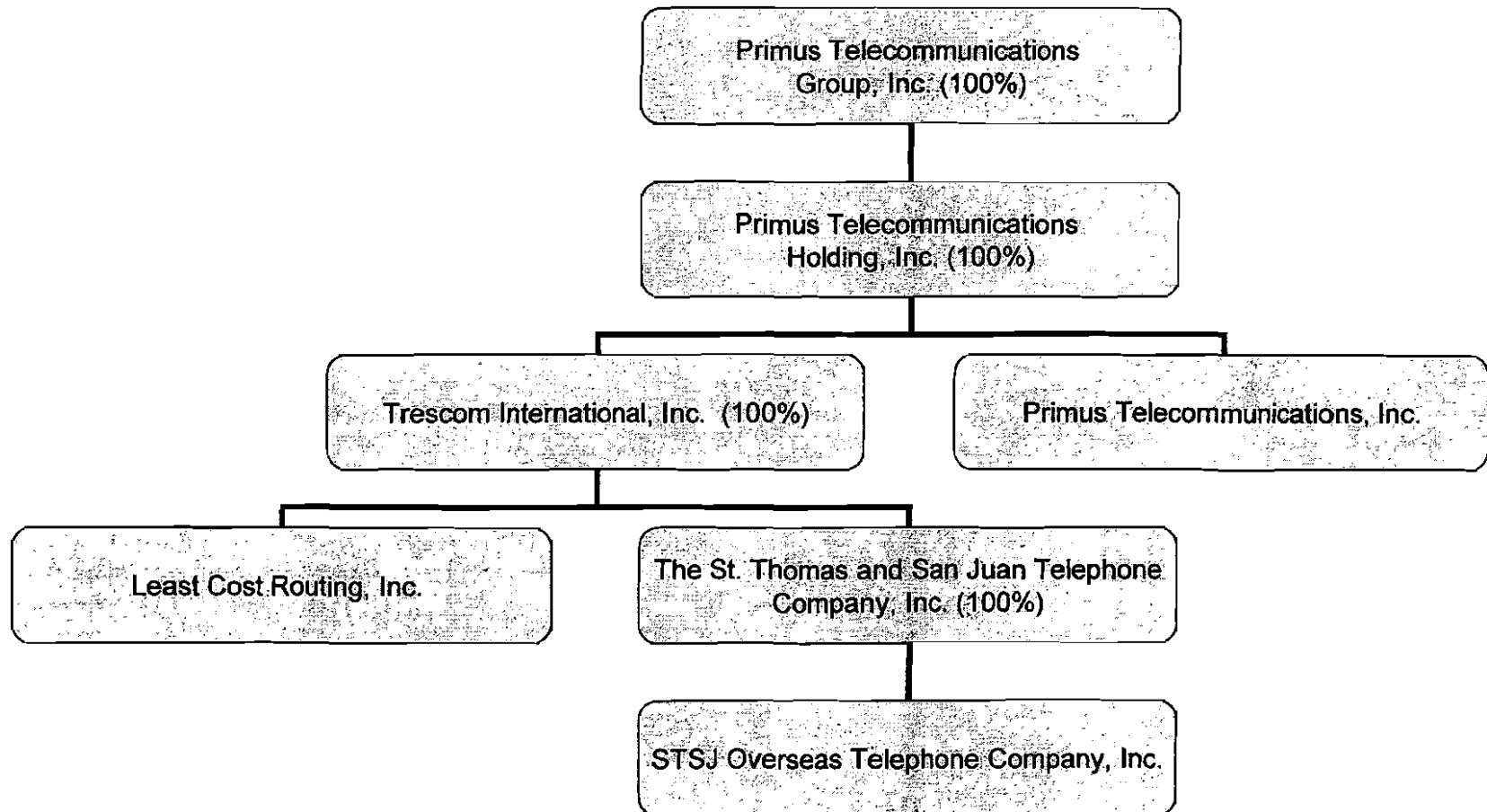
**EXHIBITS**

Exhibit A                      Illustrative Organizational Chart  
Verification

**Exhibit A**

**Illustrative Organizational Chart**

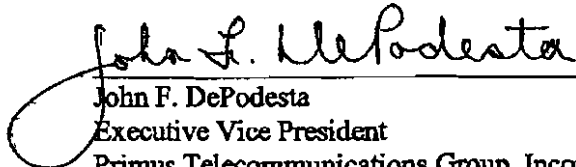
## Pre-Restructuring & Post-Restructuring (no change)



**Verification**

I, John F. DePodesta, state that I am Executive Vice President of Primus Telecommunications Group, Incorporated, the ultimate parent of Primus Telecommunications, Inc., Least Cost Routing, Inc., The St. Thomas and San Juan Telephone Company, Inc., and STSJ Overseas Telephone Company, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 15<sup>TH</sup> day of May, 2009.

  
\_\_\_\_\_  
John F. DePodesta  
Executive Vice President  
Primus Telecommunications Group, Incorporated